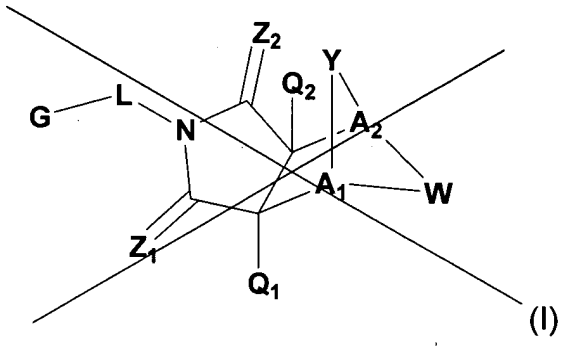
IN THE CLAIMS:

Below is a complete listing of all claims upon entry of this amendment.

1-4 (Canceled).

5 (Amended). A method of modulating the function of a nuclear hormone receptor in a mammal for the treatment of cancer comprising administering to the mammal an effective nuclear hormone receptor modulating amount of a compound of the following formula I or a pharmaceutically acceptable salt thereof:



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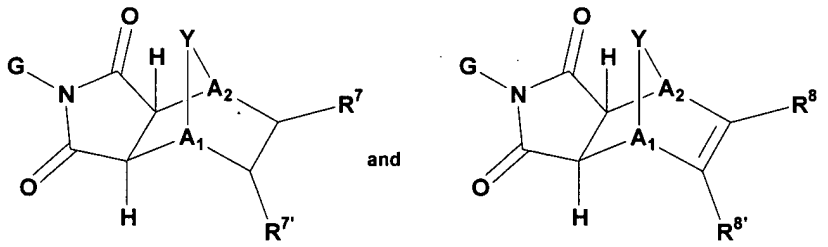

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where the symbols have the following meanings, and are, for each occurrence, independently selected:

G is a cycloalkenyl, aryl or heterocyclo group, where said group is mono- or polycyclic and is optionally substituted at one or more positions;

~~Z_1 is O, S, NH, or NR^6;~~

~~Z_2 is O, S, NH, or NR^6;~~

Y is ~~-J-J'-, where J is~~ $(CR^7R^{7'})_n$ and n = 1-3~~, J' is a bond, $-CR^7R^{7'}-$, or $-CR^8=CR^{8'}-$, or Y is absent~~;

~~W is $-CR^7R^{7'}-CR^7R^{7'}-$, $-CR^8=CR^{8'}-$, or $-CR^7R^{7'}-C=O-$;~~

A_1 is CR^7~~, or where Y is absent, A_1 is $CR^7R^{7'}$~~;

A_2 is CR^7~~, or where Y is absent, A_2 is $CR^7R^{7'}$~~;

~~Q_1 and Q_2 are each independently selected from H, alkyl or substituted alkyl, alkenyl or substituted alkenyl, cycloalkyl or substituted cycloalkyl, cycloalkenyl or substituted cycloalkenyl, heterocycloalkyl or substituted heterocycloalkyl, arylalkyl or substituted arylalkyl, alkynyl or substituted alkynyl, aryl or substituted aryl, heterocyclo or substituted heterocyclo, halo, CN, $-(C=O)OR^4$, $-C(=O)R^4$, $-C(=O)NR^6R^6$, $-C(R^7R^{7'})-OH$, nitro, $-(CH_2)OR^4$, $-OR^4$, $-C(=O)SR^4$, $-SO_2R^4$, $-NH_2$, and $-NR^4R^6$;~~

~~L is a bond, $-(CR^7R^{7'})_m-$, $-NH-$, $-NR^6-$, $-NH(CR^7R^{7'})_m-$, or $-NR^6(CR^7R^{7'})_m-$, where m = 0-3~~;

R^1 and $R^{1'}$ are each independently H, alkyl or substituted alkyl, alkenyl or substituted alkenyl, alkynyl or substituted alkynyl, cycloalkyl or substituted cycloalkyl, cycloalkenyl or substituted cycloalkenyl, heterocyclo or substituted heterocyclo, cycloalkylalkyl or substituted cycloalkyalkyl, cycloalkenylalkyl or substituted cycloalkenylalkyl, heterocycloalkyl or substituted heterocycloalkyl, aryl or substituted aryl, arylalkyl or substituted arylalkyl, provided, however, that $R^1$is not hydrogen when attached to $-SO_2O-$ or $-SO_2-$;

R^4 is H, alkyl or substituted alkyl, alkenyl or substituted alkenyl, alkynyl or substituted alkynyl, cycloalkyl or substituted cycloalkyl, cycloalkenyl or substituted cycloalkenyl, heterocyclo or substituted heterocyclo, cycloalkylalkyl or substituted cycloalkylalkyl, cycloalkenylalkyl or substituted cycloalkenylalkyl, heterocycloalkyl or substituted heterocycloalkyl, aryl or substituted aryl, arylalkyl or substituted arylalkyl, $-C(=O)\ R^1$, $-C(=O)OR^1$, $-C(=O)NHR^1$, $-SO_2OR^1$, $-SO_2R^1$ or $-SO_2NR^1R^{1'}$;

R^5 is alkyl or substituted alkyl, alkenyl or substituted alkenyl, alkynyl or substituted alkynyl, cycloalkyl or substituted cycloalkyl, cycloalkenyl or substituted cycloalkenyl, heterocyclo or substituted heterocyclo, cycloalkylalkyl or substituted cycloalkylalkyl, cycloalkenylalkyl or substituted cycloalkenylalkyl, heterocycloalkyl or substituted

heterocycloalkyl, aryl or substituted aryl, arylalkyl or substituted arylalkyl, $-C(=O)R^1$, $-C(=O)NHR^1$, $-SO_2OR^1$, $-SO_2R^1$ or $-SO_2NR^1R^{1'}$;

~~R^6 is alkyl or substituted alkyl, alkenyl or substituted alkenyl, alkynyl or substituted alkynyl, cycloalkyl or substituted cycloalkyl, cycloalkenyl or substituted cycloalkenyl, heterocyclo or substituted heterocyclo, cycloalkylalkyl or substituted cycloalkylalkyl, cycloalkenylalkyl or substituted cycloalkenylalkyl, heterocycloalkyl or substituted heterocycloalkyl, aryl or substituted aryl, arylalkyl or substituted arylalkyl, CN, $-OR^4$, $-C(=O)R^4$, $-C(=O)NHR^4$, $-SO_2R^4$, $-SO_2OR^4$ or $-SO_2NR^4R^{4'}$;~~

R^7 and $R^{7'}$ are at each occurrence independently selected from H, alkyl or substituted alkyl, alkenyl or substituted alkenyl, alkynyl or substituted alkynyl, cycloalkyl or substituted cycloalkyl, cycloalkenyl or substituted cycloalkenyl, heterocyclo or substituted heterocyclo, cycloalkylalkyl or substituted cycloalkylalkyl, cycloalkenylalkyl or substituted cycloalkenylalkyl, heterocycloalkyl or substituted heterocycloalkyl, aryl or substituted aryl, arylalkyl or substituted arylalkyl, halo, CN, OR^4, nitro, hydroxylamine, hydroxylamide, NHR^4, $-NR^5R^5$, $-NHOR^1$, thiol, alkylthio or substituted alkylthio, oxo (=O), $-C(=O)R^1$, $-OC(=O)R^1$, $-C(=O)OR^1$, $-PO_3R^1R^{1'}$, $-C(=O)NR^1R^1$, $-C(=O)SR^1$, $-C(=O)NHSO_2R^1$, $-SOR^1$,$-SO_2R^1$, $-SO_2OR^1$ and $-SO_2NR^1R^{1'}$;

or ~~wherein W' is $-C(R^7R^{7'})-C(R^7R^{7'})-$, said~~ two R^7 and $R^{7'}$ groups ~~of W'~~ attached to the same carbon atom may be joined to form a spiro ring, or two ~~said~~ R^7 and $R^{7'}$ groups attached to two different carbon atoms may be joined to form a fused, optionally-substituted monocyclic or bicyclic heterocyclic or carbocyclic ring;

~~or wherein J is $-C(R^7R^{7'})_n-$, said R^7 and $R^{7'}$ groups of J attached to the same carbon atom may be joined to form a spiro ring, or said R^7 and $R^{7'}$ groups attached to two different carbon atoms may be joined to form a fused, optionally-substituted monocyclic heterocyclic or carbocyclic ring~~;

R^8 and $R^{8'}$ are at each occurrence independently selected from H, alkyl or substituted alkyl, alkenyl or substituted alkenyl, alkynyl or substituted alkynyl, cycloalkyl or substituted cycloalkyl, cycloalkenyl or substituted cycloalkenyl, heterocyclo or substituted heterocyclo, cycloalkylalkyl or substituted cycloalkylalkyl, cycloalkenylalkyl or substituted cycloalkenylalkyl, heterocycloalkyl or substituted heterocycloalkyl, aryl or

substituted aryl, arylalkyl or substituted arylalkyl, halo, CN, OR^4, amino, NHR^4, $-NR^5R^5$, $-NHOR^1$, alkylthio or substituted alkylthio, $-C(=O)R^1$, $-C(=O)OR^1$, $-PO_3R^1R^{1'}$, $-C(=O)NR^1R^1$, $-C(=O)SR^1$, $-SOR^1$,$-SO_2R^1$, $-SO_2OR^1$ and $-SO_2NR^1R^{1'}$; ~~or wherein J' is $-CR^8=CR^{8'}-$, said R^8 and $R^{8'}$ groups attached to two different carbon atoms may be joined to form a fused, optionally-substituted monocyclic heterocyclic or carbocyclic ring~~.

6 (Canceled).

7 (Amended). The method of claim 5 ~~6~~, wherein:

~~G is a monocyclic or bicyclic aryl or heterocyclo and is optionally substituted at one or more positions;~~

~~Y is $-(CR^7R^{7'})_n-$ where n = 1-3, or $-CR^8=CR^{8'}-$;~~

~~A_1 is CR^7;~~

~~A_2 is CR^7;~~

R^1 and $R^{1'}$ are each independently selected from H, alkyl or substituted alkyl, alkenyl or substituted alkenyl, cycloalkyl or substituted cycloalkyl, heterocyclo or substituted heterocyclo, and aryl or substituted aryl;

R^4 is H, alkyl or substituted alkyl, alkenyl or substituted alkenyl, cycloalkylalkyl or substituted cycloalkylalkyl, arylalkyl or substituted arylalkyl, $-C(=O)R^1$, $-C(=O)OR^1$, $-C(=O)NHR^1$, $-SO_2R^1$ or $-SO_2NR^1R^{1'}$;

R^5 is alkyl or substituted alkyl, $-C(=O)R^1$, $-SO_2R^1$, or $-SO_2NR^1R^{1'}$;

R^7 and $R^{7'}$ are each independently H, alkyl or substituted alkyl, alkenyl or substituted alkenyl, heterocycloalkyl or substituted heterocycloalkyl, halo, cyano, OR^4, $-NHR^4$, $-NR^5R^5$, $-C(=O)R^1$, $-OC(=O)R^1$, $-C(=O)OR^1$, $-C(=O)NR^1R^{1'}$, $-SO_2R^1$, or $-SO_2NR^1R^{1'}$; or

~~wherein W' is $-C(R^7R^{7'})-C(R^7R^{7'})-$, said~~ two R^7 and $R^{7'}$ groups ~~of W'~~ attached to the same carbon atom may be joined to form a spiro ring, or two ~~said~~ R^7 and $R^{7'}$ groups attached to two different carbon atoms may be joined to form a fused, optionally-substituted monocyclic heterocyclic or carbocyclic ring.

8 (Canceled).

9 (Amended). The method of claim 5~~-8~~ wherein,

G is a monocyclic or bicyclic aryl or heterocyclo and is optionally substituted at one or more positions;

A_1 is CH, C(alkyl), or C(substituted alkyl);

A_2 is CH, C(alkyl), or C(substituted alkyl);

R^1 and $R^{1'}$ are each independently selected from H, alkyl or substituted alkyl, alkenyl or substituted alkenyl, cycloalkyl or substituted cycloalkyl, heterocyclo or substituted heterocyclo, and aryl or substituted aryl;

R^4 is H, alkyl or substituted alkyl, alkenyl or substituted alkenyl, cycloalkylalkyl or substituted cycloalkylalkyl, arylalkyl or substituted arylalkyl, $-C(=O)\ R^1$, $-C(=O)OR^1$, $-C(=O)NHR^1$, $-SO_2R^1$ or $-SO_2NR^1R^{1'}$;

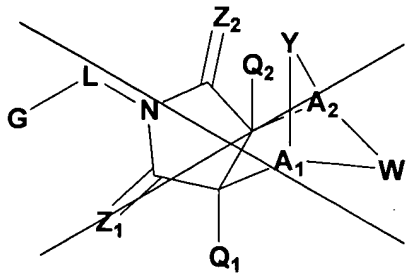
R^5 is alkyl or substituted alkyl, $-C(=O)\ R^1$, $-SO_2R^1$, or $-SO_2NR^1R^{1'}$; and

R^7 and $R^{7'}$ are each independently H, alkyl or substituted alkyl, alkenyl or substituted alkenyl, heterocycloalkyl or substituted heterocycloalkyl, halo, cyano, OR^4, $-NHR^4$, $-NR^5R^5$, $-C(=O)R^1$, $-OC(=O)R^1$, $-C(=O)OR^1$, $-C(=O)NR^1R^{1'}$, $-SO_2R^1$, or $-SO_2NR^1R^{1'}$; or

two R^7 and $R^{7'}$ groups are joined to a spiro cyclopropyl, or said R^7 and $R^{7'}$ groups may be joined to form a fused, optionally-substituted monocyclic heterocyclic or carbocyclic ring; and

R^8 and $R^{8'}$ are each independently H, alkyl or substituted alkyl, alkenyl or substituted alkenyl, heterocycloalkyl or substituted heterocycloalkyl, halo, cyano, OR^4, $-NHR^4$, $-NR^5R^5$, $-C(=O)R^1$, $-OC(=O)R^1$, $-C(=O)OR^1$, $-C(=O)NR^1R^{1'}$, $-SO_2R^1$, or $-SO_2NR^1R^{1'}$.

10. (Amended). A method for treating a condition or disorder in a mammal comprising administering to the mammal a therapeutically effective amount of a compound of the ~~following~~ formulae recited in claim 5, ~~I~~ or a pharmaceutically acceptable salt thereof~~:~~



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where the symbols have the ~~following~~ meanings recited in claim 5, ~~and are, for each occurrence, independently selected:~~

~~G is a cycloalkenyl, aryl or heterocyclo group, where said group is mono- or polycyclic and is optionally substituted at one or more positions;~~

~~Z_1 is O, S, NH, or NR^6;~~

~~Z_2 is O, S, NH, or NR^6;~~

~~Y is -J-J'-, where J is $(CR^7R^{7'})_n$ and n = 1-3, J' is a bond, $-CR^7R^{7'}-$, or $-CR^8=CR^{8'}-$, or Y is absent;~~

~~W is $-CR^7R^{7'}-CR^7R^{7'}-$, $-CR^8=CR^{8'}-$, or $-CR^7R^{7'}-C=O-$;~~

~~A_1 is CR^7, or where Y is absent, A_1 is $CR^7R^{7'}$;~~

~~A_2 is CR^7, or where Y is absent, A_2 is $CR^7R^{7'}$;~~

~~Q_1 and Q_2 are each independently selected from H, alkyl or substituted alkyl, alkenyl or substituted alkenyl, cycloalkyl or substituted cycloalkyl, cycloalkenyl or substituted cycloalkenyl, heterocycloalkyl or substituted heterocycloalkyl, arylalkyl or substituted arylalkyl, alkynyl or substituted alkynyl, aryl or substituted aryl, heterocyclo or substituted heterocyclo, halo, CN, $-(C=O)OR^4$, $-C(=O)R^4$, $-C(=O)NR^6R^6$, $-C(R^7R^{7'})-OH$, nitro, $-(CH_2)OR^4$, $-OR^4$, $-C(=O)SR^4$, $-SO_2R^4$, $-NH_2$, and $-NR^4R^6$;~~

~~L is a bond, $-(CR^7R^{7'})_m-$, $-NH-$, $-NR^6-$, $-NH(CR^7R^{7'})_m-$, or $-NR^6(CR^7R^{7'})_m-$, where m = 0-3;~~

~~R^4 and $R^{4'}$ are each independently H, alkyl or substituted alkyl, alkenyl or substituted alkenyl, alkynyl or substituted alkynyl, cycloalkyl or substituted cycloalkyl, cycloalkenyl or substituted cycloalkenyl, heterocyclo or substituted heterocyclo, cycloalkylalkyl or substituted cycloalkyalkyl, cycloalkenylalkyl or substituted cycloalkenylalkyl, heterocycloalkyl or substituted heterocycloalkyl, aryl or substituted~~

~~aryl, arylalkyl or substituted arylalkyl, provided, however, that R^1 is not hydrogen when attached to $-SO_2O-$ or $-SO_2-$;~~

~~R^4 is H, alkyl or substituted alkyl, alkenyl or substituted alkenyl, alkynyl or substituted alkynyl, cycloalkyl or substituted cycloalkyl, cycloalkenyl or substituted cycloalkenyl, heterocyclo or substituted heterocyclo, cycloalkylalkyl or substituted cycloalkylalkyl, cycloalkenylalkyl or substituted cycloalkenylalkyl, heterocycloalkyl or substituted heterocycloalkyl, aryl or substituted aryl, arylalkyl or substituted arylalkyl, $-C(=O)R^1$, $-C(=O)OR^1$, $-C(=O)NHR^1$, $-SO_2OR^1$, $-SO_2R^1$ or $-SO_2NR^1R^{1'}$;~~

~~R^5 is alkyl or substituted alkyl, alkenyl or substituted alkenyl, alkynyl or substituted alkynyl, cycloalkyl or substituted cycloalkyl, cycloalkenyl or substituted cycloalkenyl, heterocyclo or substituted heterocyclo, cycloalkylalkyl or substituted cycloalkylalkyl, cycloalkenylalkyl or substituted cycloalkenylalkyl, heterocycloalkyl or substituted heterocycloalkyl, aryl or substituted aryl, arylalkyl or substituted arylalkyl, $-C(=O)R^1$, $-C(=O)NHR^1$, $-SO_2OR^1$, $-SO_2R^1$ or $-SO_2NR^1R^{1'}$;~~

~~R^6 is alkyl or substituted alkyl, alkenyl or substituted alkenyl, alkynyl or substituted alkynyl, cycloalkyl or substituted cycloalkyl, cycloalkenyl or substituted cycloalkenyl, heterocyclo or substituted heterocyclo, cycloalkylalkyl or substituted cycloalkylalkyl, cycloalkenylalkyl or substituted cycloalkenylalkyl, heterocycloalkyl or substituted heterocycloalkyl, aryl or substituted aryl, arylalkyl or substituted arylalkyl, CN, $-OR^1$, $-C(=O)R^1$, $-C(=O)NHR^1$, $-SO_2R^1$, $-SO_2OR^1$ or $-SO_2NR^1R^{1'}$;~~

~~R^7 and $R^{7'}$ are at each occurrence independently selected from H, alkyl or substituted alkyl, alkenyl or substituted alkenyl, alkynyl or substituted alkynyl, cycloalkyl or substituted cycloalkyl, cycloalkenyl or substituted cycloalkenyl, heterocyclo or substituted heterocyclo, cycloalkylalkyl or substituted cycloalkylalkyl, cycloalkenylalkyl or substituted cycloalkenylalkyl, heterocycloalkyl or substituted heterocycloalkyl, aryl or substituted aryl, arylalkyl or substituted arylalkyl, halo, CN, OR^4, nitro, hydroxylamino, hydroxylamido, NHR^4, $-NR^5R^5$, $-NHOR^1$, thiol, alkylthio or substituted alkylthio, $-C(=O)R^1$, $-OC(=O)R^1$, $-C(=O)OR^1$, $-PO_3R^1R^{1'}$, $-C(=O)NR^1R^1$, $-C(=O)SR^1$, $-C(=O)NHSO_2R^1$, $-SOR^1$, $-SO_2R^1$, $-SO_2OR^1$ and $-SO_2NR^1R^{1'}$;~~

~~or wherein W' is $-C(R^{7}R^{7'})-C(R^{7}R^{7'})-$, said R^{7} and $R^{7'}$ groups of W' attached to the same carbon atom may be joined to form a spiro ring, or said R^{7} and $R^{7'}$ groups attached to two different carbon atoms may be joined to form a fused, optionally substituted monocyclic or bicyclic heterocyclic or carbocyclic ring;~~

~~or wherein J is $-C(R^{7}R^{7'})_{n}-$, said R^{7} and $R^{7'}$ groups of J attached to the same carbon atom may be joined to form a spiro ring, or said R^{7} and $R^{7'}$ groups attached to two different carbon atoms may be joined to form a fused, optionally substituted monocyclic heterocyclic or carbocyclic ring;~~

~~R^{8} and $R^{8'}$ are at each occurrence independently selected from H, alkyl or substituted alkyl, alkenyl or substituted alkenyl, alkynyl or substituted alkynyl, cycloalkyl or substituted cycloalkyl, cycloalkonyl or substituted cycloalkenyl, heterocyclo or substituted heterocyclo, cycloalkylalkyl or substituted cycloalkylalkyl, cycloalkenylalkyl or substituted cycloalkenylalkyl, heterocycloalkyl or substituted heterocycloalkyl, aryl or substituted aryl, arylalkyl or substituted arylalkyl, halo, CN, OR^{4}, amino, NHR^{4}, $-NR^{5}R^{5}$, $-NHOR^{4}$, alkylthio or substituted alkylthio, $-C(=O)R^{4}$, $-C(=O)OR^{4}$, $-PO_{3}R^{4}R^{4'}$, $-C(=O)NR^{4}R^{4}$, $-C(=O)SR^{4}$, $-SOR^{4}$, $-SO_{2}R^{4}$, $-SO_{2}OR^{4}$ and $-SO_{2}NR^{4}R^{4'}$;~~

~~or wherein J' is $-CR^{8}=CR^{8'}-$, said R^{8} and $R^{8'}$ groups attached to two different carbon atoms may be joined to form a fused, optionally substituted monocyclic heterocyclic or carbocyclic ring~~;

wherein said condition or disorder is ~~selected from the group consisting of proliferate diseases,~~ cancers~~, benign prostate hypertrophia, adenomas and neoplasies of the prostate, benign or malignant tumor cells containing the androgen receptor, heart disease, angiogenic conditions or disorders, hirsutism, acne, hyperpilosity, inflammation, immune modulation, seborrhea, endometriosis, polycystic ovary syndrome, androgenic alopecia, hypogonadism, osteoporosis, suppressing spermatogenisis, libido, cachexia, anorexia, inhibition of muscular atrophy in ambulatory patients, androgen supplementation for age related decreased testosterone levels in men, cancers expressing the estrogen receptor, prostate cancer, breast cancer, endometrial cancer, hot flushes, vaginal dryness, menopause, amennoreahea, dysmennoreahea, contraception, pregnancy termination, cancers containing the progesterone receptor, menopause,~~

~~cyclesynchrony, meniginoma, fibroids, labor induction, autoimmune disease, Alzheimer's disease, psychotic disorders, drug dependence, non-insulin dependent Diabetes Mellitus, dopamine receptor mediated disorders, congestive heart failure, disregulation of cholesterol homeostasis, and attenuating the metabolism of a pharmaceutical agent~~.

11 (Previously presented). The method of claim 10, wherein said disorder is prostate cancer.

12 (Canceled).

13 (Amended). The method of claim 10~~12~~ wherein,

G is a monocyclic or bicyclic aryl or heterocyclo and is optionally substituted at one or more positions;

A_1 is CH, C(alkyl), or C(substituted alkyl);

A_2 is CH, C(alkyl), or C(substituted alkyl);

R^1 and $R^{1'}$ are each independently selected from H, alkyl or substituted alkyl, alkenyl or substituted alkenyl, cycloalkyl or substituted cycloalkyl, heterocyclo or substituted heterocyclo, and aryl or substituted aryl;

R^4 is H, alkyl or substituted alkyl, alkenyl or substituted alkenyl, cycloalkylalkyl or substituted cycloalkylalkyl, arylalkyl or substituted arylalkyl, $-C(=O)\ R^1$, $-C(=O)OR^1$, $-C(=O)NHR^1$, $-SO_2R^1$ or $-SO_2NR^1R^{1'}$;

R^5 is alkyl or substituted alkyl, $-C(=O)\ R^1$, $-SO_2R^1$, or $-SO_2NR^1R^{1'}$;

R^7 and $R^{7'}$ are each independently H, alkyl or substituted alkyl, alkenyl or substituted alkenyl, heterocycloalkyl or substituted heterocycloalkyl, halo, cyano, OR^4, $-NHR^4$, $-NR^5R^5$, $-C(=O)R^1$, $-OC(=O)R^1$, $-C(=O)OR^1$, $-C(=O)NR^1R^{1'}$, $-SO_2R^1$, or $-SO_2NR^1R^{1'}$; or

two R^7 and $R^{7'}$ groups are joined to a spiro cyclopropyl, or said R^7 and $R^{7'}$ groups may be joined to form a fused, optionally-substituted monocyclic heterocyclic or carbocyclic ring; and

R^8 and $R^{8'}$ are each independently H, alkyl or substituted alkyl, alkenyl or substituted alkenyl, heterocycloalkyl or substituted heterocycloalkyl, halo, cyano, OR^4, $-NHR^4$, $-NR^5R^5$, $-C(=O)R^1$, $-OC(=O)R^1$, $-C(=O)OR^1$, $-C(=O)NR^1R^{1'}$, $-SO_2R^1$, or $-SO_2NR^1R^{1'}$.